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Counsel to Hain Capital Group, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|--|---|
| -----X | |
| In re | : |
| | : |
| SEARS HOLDINGS CORPORATION, et al., | : |
| | : |
| Debtors. | : |
| | : |
| -----X | |

**Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)**

NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that, pursuant to Rules 2002, 9007 and 9019(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Sections 102(1) and 1109(b) of title 11 of the United States Code (the “Bankruptcy Code”), the law firm of Brown Rudnick LLP enters its appearance in the above-referenced chapter 11 cases (the “Chapter 11 Cases”) as counsel to Hain Capital Group, LLC and hereby request that all notices given or required in these Chapter 11 Cases, and all documents, and all other papers served in the Chapter 11 Cases, be given to and served upon the following:

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PLEASE TAKE FURTHER NOTICE that, pursuant to Section 1109(b) of the Bankruptcy Code, the foregoing request includes not only the notices and papers referred to in the provisions of the Bankruptcy Code and Bankruptcy Rules specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery, telephone, electronically or otherwise, which affects or pertains to the Debtors, the property of the Debtors or their chapter 11 estates.

PLEASE TAKE FURTHER NOTICE that neither this notice nor any later appearance, pleading, claim or suit shall waive Hain Capital Group LLC's rights (1) to have final orders in non-core matters entered only after *de novo* review by a United States District Court, (2) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) to have a United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) to any other rights, claims, actions, defenses, setoffs or recoupments to which Hain Capital Group LLC is, or may be, entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Dated: May 20, 2019

BROWN RUDNICK LLP

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